

Securities Code: 8904
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To Our Shareholders:

Hirokoji Cross Tower 12th Floor
2-20-15, Nishiki, Naka-ku, Nagoya-City

AVANTIA Co., Ltd.

Representative Director and President Yasunari Sawada

Notice of the 36th Annual Meeting of Shareholders

The Company would hereby like to request shareholders to attend its 36th Annual Meeting of Shareholders as described below.

In convening this meeting of shareholders, the Company has taken measures to electronically provide information containing the Reference Documents for the Annual Meeting of Shareholders, etc. (Matters Subject to Electronic Provision Measures). The information is posted on the following respective websites. Please access one of them to review.

■ Company's website https://avantia-g.jp/corp/ir/library/shareholder_report.html (Access the above website, select in the order of "IR information," "IR library," and "Reports to Shareholders" from the menu to review.)	
■ Website where materials for the meeting of shareholders are posted https://d.sokai.jp/8904/teiji/	
■ Tokyo Stock Exchange (TSE) website (Search for a Listed Company) https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (Access the above TSE website, input "AVANTIA" in "Issue name (company name)" or the Company's security code "8904" in "Code" and search. Select in the order of "Basic information" and "Documents for public inspection/PR information" and review from the "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" under "Filed information available for public inspection.")	

If you do not attend the meeting in person, you may also exercise your voting rights by the internet, etc., or in writing (by mail). We kindly request that you review the Reference Documents for the Annual Meeting of Shareholders and exercise your voting rights by no later than 6 p.m. on Wednesday, November 26, 2025 (JST).

Sincerely yours,

1 Date:	10:00 a.m. on November 27, 2025 (Thursday) (the reception desk will open at 9 a.m.)
2 Venue:	2nd Floor, Zuiun East, Hotel Mielparque NAGOYA 3-16-16, Aoi, Higashi-ku, Nagoya
3 Purposes:	Items to be reported: 1. The business report, the consolidated financial statements, and the results of consolidated financial statement audits by the Accounting Auditor and the Audit & Supervisory Board for the 36th business period (September 1, 2024 to August 31, 2025) 2. The non-consolidated financial statements for the 36th business period (September 1, 2024 to August 31, 2025) Items to be resolved: Agenda Item 1: Partial Amendment to the Articles of Incorporation Agenda Item 2: Election of Seven (7) Directors Agenda Item 3: Election of One (1) Audit & Supervisory Board Member

- * When you attend the meeting, we kindly request that you submit the voting form to the receptionist at the venue.
- * If there is any modification to the Matters Subject to Electronic Provision Measures, matters before and after the change will be posted to that effect on each website described on the previous page.
- * Documents that include the Matters Subject to Electronic Provision Measures will also be sent to shareholders who have requested delivery in writing. However, the following listed matters will not be included in the said documents pursuant to the provisions of laws and regulations and Article 18 of the Company's Articles of Incorporation. The consolidated financial statements and non-consolidated financial statements included in the documents concerned are a portion of the documents that the Accounting Auditor and the Audit & Supervisory Board Members audited in the course of preparing their respective financial audit report and audit report.
 1. Notes to Consolidated Financial Statements
 2. Notes to Non-Consolidated Financial Statements

Reference Document for the Annual Meeting of Shareholders

Agenda Item 1: Partial Amendment to the Articles of Incorporation

1. Reason for the Proposal

To clarify business details, the Company proposes adding business objectives to Article 2 (Purpose) of the Articles of Incorporation.

In addition, the Company proposes renumbering items following the addition of business objectives.

2. Details of the Amendments

The details of amendments are as follows.

(Underlines show amendments)

Current Articles of Incorporation		Proposed Amendments	
Article 1	(Omitted)	Article 1	(Unchanged)
(Purpose)		(Purpose)	
Article 2	The purpose of the Company shall be to engage in the following businesses: 1. <u>Design, construction, and contracting of civil engineering and construction work</u> (Newly established) 2. Sale, lease, management, and brokerage of real estate 3. Non-life insurance agency business and life insurance agency business 4. Any and all business incidental to the preceding items	Article 2	The purpose of the Company shall be to engage in the following businesses: 1. <u>Design, construction, construction supervision, and contracting of civil engineering work</u> 2. <u>Design, construction, construction supervision, and contracting of buildings</u> 3. Sale, lease, management, and brokerage of real estate 4. Non-life insurance agency business and life insurance agency business 5. Any and all business incidental to the preceding items
Articles 3 - 44	(Omitted)	Articles 3 - 44	(Unchanged)

Agenda Item 2: Election of Seven (7) Directors

The terms of office of all nine (9) Directors shall expire at the conclusion of this Annual Meeting of Shareholders. Accordingly, the Company proposes to elect seven (7) Directors (including three (3) Outside Directors), decreasing the number by two (2) Directors with the aim of enhancing the efficiency of the management structure.

The candidates for Directors are as follows.

Candidate No.	Name	Position and responsibility at the Company		Number of Board of Directors' Meetings attended (36th business period)
1	Yasunari Sawada	Representative Director and President	Reappointment	13/13 (100%)
2	Ryo Okamoto	Director, Department Manager of Construction	Reappointment	13/13 (100%)
3	Shoji Higuchi	Director, Department Manager of Administration	Reappointment	13/13 (100%)
4	Takeshi Kiroba	Director, Department Manager of Sales	Reappointment	10/10 (100%)
5	Etsuko Yuhara	Outside Director	Reappointment Outside Independent Officer	13/13 (100%)
6	Minoru Matsushima	Outside Director	Reappointment Outside Independent Officer	13/13 (100%)
7	Tetsuro Kato	Outside Director	Reappointment Outside Independent Officer	13/13 (100%)

[For Reference] Skill Matrix of Candidates for Directors

As AVANTIA Group’s long-term vision, the Group aims to “become a corporate group that solves every real estate need together with customers, communities, and society.”

In view of the medium- to long-term management and business strategies to realize this long-term vision, the Company’s Nominating and Compensation Committee identifies the skills (knowledge, experience, capability) necessary for Directors to fulfill management oversight and monitoring functions. After considering the diversity and balance of these skills, the Company determines its Director candidates based on the deliberation and recommendations of the Nominating and Compensation Committee.

The skill matrix of the new management structure will be as follows if this Agenda Item is approved.

	Name	Corporate management Management Strategy	Construction Real Estate Industry	Finance	Corporate Governance Risk Management	General Real Estate Services New Business Development M&A	New Market (regional) development Marketing	Sustainability
1	Yasunari Sawada	○	○			○		○
2	Ryo Okamoto	○	○				○	
3	Shoji Higuchi			○	○			○
4	Takeshi Kiroba		○			○	○	
5	Etsuko Yuhara				○			○
6	Minoru Matsushima	○			○			○
7	Tetsuro Kato	○		○		○		

Note: The above chart does not present all the expertise and knowledge each candidate possesses.

Candidate
No.

1

Yasunari Sawada

Reappointment



Brief profile, position and responsibility at the Company

February 1990	Joined the Company
October 2003	Executive Officer, General Manager of Sales Department
November 2006	Director, Executive Officer and Department Manager of Sales
November 2011	Managing Director and Department Manager of Sales
November 2017	Representative Director and Vice President, Department Manager of Sales
September 2018	Representative Director and President (current position)

(Date of birth)
(May 4, 1971)

Term of office as Company's
Director
19 years (at the conclusion of this
Annual Meeting of Shareholders)

Attendance at Board of Directors
Meetings
13/13 (100%)

Number of the Company's shares
owned
328,800 shares

[Reason for the nomination as a Director candidate]

Mr. Yasunari Sawada has contributed to AVANTIA Group's business expansion and development by driving the growth of the individual housing business since joining the Company shortly after its establishment and working on various management issues with his strong leadership and determination since assuming the office of representative director and president. The Company has nominated him as a Director candidate again in the belief that he will contribute to the Company's sustainable growth and enhancement of corporate value by utilizing the abundant experience and insight in the management of the Company previously gained.

Candidate
No.

2

Ryo Okamoto

Reappointment



Brief profile, position and responsibility at the Company

April 1998	Joined the Company
September 2010	General Manager of Planning & Development Department
September 2018	Executive Officer, General Manager of Planning & Development Department
November 2019	Director, Executive Officer, General Manager of Planning & Development Department
November 2021	Director, Department Manager of Construction (current position)

(Date of birth)
(April 30, 1973)

Term of office as Company's
Director
6 years (at the conclusion of this
Annual Meeting of Shareholders)

Attendance at Board of Directors
Meetings
13/13 (100%)

Number of the Company's shares
owned
29,200 shares

[Reason for the nomination as a Director candidate]

Mr. Ryo Okamoto has contributed to the Company's growth and development from a strategic business aspect by building up track records as a person in charge of planning, development, promotion, and marketing of housing and real estate products. The Company has nominated him as a Director candidate again in the belief that he will continuously contribute to the Company's sustainable growth and enhancement of corporate value, mainly through development, business expansion, and branding of new products.

Candidate
No.

3

Shoji Higuchi

Reappointment



Brief profile, position and responsibility at the Company

April 1988	Joined the Juroku Bank, Ltd.
January 2019	General Manager of Tajimi Branch, the Juroku Bank, Ltd.
April 2020	Seconded to the Company, Deputy General Manager of Planning & Development Department
November 2020	General Manager of General Affairs Department
April 2021	Joined the Company
November 2021	Director, Department Manager of Administration (current position)

(Date of birth)
(September 10, 1965)

Term of office as Company's
Director
4 years (at the conclusion of this
Annual Meeting of Shareholders)

Attendance at Board of Directors
Meetings
13/13 (100%)

Number of the Company's shares
owned
16,400 shares

[Reason for the nomination as a Director candidate]

Mr. Shoji Higuchi has contributed to the strengthening of AVANTIA Group's management base, including organizational, financial, and risk management, based on his extensive knowledge of and experience in business management cultivated in a financial institution. The Company has nominated him as a Director candidate again in the belief that he will continuously further reinforce the AVANTIA Group's management base and contribute to the Company's sustainable growth and enhancement of corporate value.

Candidate
No.

4

Takeshi Kiroba

Reappointment



Brief profile, position and responsibility at the Company

April 1990	Joined Sumitomo Forestry Co., Ltd.
August 2016	Joined Nihon Jutaku Corporation
January 2018	Managing Director and Department Manager of Sales, Nihon Jutaku Corporation
September 2019	Joined and became an Executive Officer of KI-STAR REAL ESTATE CO., LTD.
November 2022	Representative Director of IKI Co., Ltd. (currently, KI-STAR REAL ESTATE CO., LTD.)
August 2023	Representative Director of KEIAI NET CLOUD CO., LTD. (currently, KI-STAR REAL ESTATE CO., LTD.)
September 2024	Joined the Company and became an Executive Officer and Department Manager of Tokyo
November 2024	Director, Department Manager of Sales (current position)

(Date of birth)
(May 9, 1965)

Term of office as Company's
Director
1 year (at the conclusion of this
Annual Meeting of Shareholders)

Attendance at Board of Directors
Meetings
10/10 (100%)

Number of the Company's shares
owned
2,500 shares

[Reason for the nomination as a Director candidate]

Mr. Takeshi Kiroba has been involved in the housing industry for a great number of years and has gained abundant experience as a corporate executive with deep knowledge of not only the construction field but also disciplines including marketing, the establishment of sales organizations, and business management. The Company has nominated him as Director candidate again in the belief that he will help to cultivate new business domains and enhance corporate value by drawing on his extensive knowledge of and experience in diverse fields as the Company is striving to offer "Comprehensive Real Estate Services," held up in its long-term vision.

Candidate
No.

5

Etsuko Yuhara

Reappointment

Outside

Independent
Officer



(Date of birth)
(February 12, 1970)

Term of office as Company's Outside
Director

4 years (at the conclusion of this
Annual Meeting of Shareholders)

Attendance at Board of Directors
Meetings
13/13 (100%)

Number of the Company's shares
owned
5,200 shares

Brief profile, position and responsibility at the Company

April 1992 Joined Fukutake Publishing Co., Ltd. (currently, Benesse Holdings, Inc.)
April 2001 Research Fellowship for Young Scientists of Japan Society for the Promotion of Science
April 2004 Lecturer of Department of Social Welfare, Faculty of Social Welfare, Nihon Fukushi University
April 2007 Associate Professor of Department of Social Welfare, Faculty of Social Welfare, Nihon Fukushi University
July 2010 Director of Carers Japan
April 2018 Professor of Department of Social Welfare, Faculty of Social Welfare, Nihon Fukushi University (current position)
May 2021 Chairperson of Nagoya City Recidivism Prevention Council (current position)
June 2021 Chairperson of Toyota City Recidivism Prevention Committee (current position)
November 2021 Outside Director of the Company (current position)
May 2022 Director of Chitachiiki-Kenriyogoshien-Center (current position)
August 2023 Representative Director of Carers Japan
June 2024 Advisor, NPO kurashi-o-en network (current position)
March 2025 Chairperson of Review Committee for the Prevention of Recurrence of Elder Abuse by Caregivers in Toyota City (current position)
June 2025 Director of Carers Japan (current position)

Significant concurrent positions

Professor of Department of Social Welfare, Faculty of Social Welfare, Nihon Fukushi University
Chairperson of Nagoya City Recidivism Prevention Council
Chairperson of Toyota City Recidivism Prevention Committee
Director of Chitachiiki-Kenriyogoshien-Center
Advisor, NPO kurashi-o-en network
Chairperson of Review Committee for the Prevention of Recurrence of Elder Abuse by Caregivers in Toyota City
Director of Carers Japan

[Reason for the nomination as an Outside Director candidate and outline of expected roles]

Although Ms. Etsuko Yuhara has no experience of direct involvement of corporate management, she has extensive knowledge as a university professor specializing in local welfare and aging issues and has provided instructive advice and suggestions to the Company's business from various perspectives, such as the aged, young people, and women. As such, the Company has nominated her as an Outside Director candidate again in the belief that she will contribute to the enhancement of corporate value and diversity promotion of the Company from an independent and unbiased point of view.

Candidate
No.

6

Minoru Matsushima

Reappointment

Outside

Independent
Officer



(Date of birth)
(August 27, 1973)

Term of office as Company's Outside
Director

3 years (at the conclusion of this
Annual Meeting of Shareholders)

Attendance at Board of Directors
Meetings
13/13 (100%)

Number of the Company's shares
owned
11,500 shares

Brief profile, position and responsibility at the Company

April 1992 Joined Nikken Engineering Corporation
July 1996 Joined Toa Highway Guard Corporation
November 1998 Established Ecosystem Co., Ltd. (currently, Japan Ecosystem Co., Ltd.) President & CEO (current position)
November 2015 Representative Director of Satellite Ichinomiya Co., Ltd.
May 2017 Representative Director of Nippon Vender Net Co., Ltd.
December 2019 Director of Nippon Vender Net Co., Ltd.
April 2021 Board of Trustee member of Shotoku Gakuen (current position)
November 2022 Outside Director of the Company (current position)
December 2022 Representative Director and Chairperson of Nippon Vender Net Co., Ltd.
January 2023 Representative Director of AOI DENKI KOUGYO Co., Ltd.
October 2023 Representative Director of OTS Inc. (current position)
November 2024 Representative Director of Public Interest Incorporated Foundation Matsushima Sports Foundation (current position)

Significant concurrent positions

President & CEO of Japan Ecosystem Co., Ltd.
Board of Trustee member of Shotoku Gakuen
Representative Director of OTS Inc.
Representative Director of Public Interest Incorporated Foundation Matsushima Sports Foundation

[Reason for the nomination as an Outside Director candidate and outline of expected roles]

Mr. Minoru Matsushima has abundant experience and knowledge as an in-service manager of a listed company and has provided advice and suggestions that contribute to the enhancement of corporate value from various points of view, such as corporate governance and sustainability. As such, the Company has nominated him as an Outside Director candidate again in the belief that he will contribute mainly to the enhancement of corporate value, promotion of sustainability management, and strengthening of corporate governance of the Company from an independent and unbiased point of view.



(Date of birth)
(February 1, 1965)

Term of office as Company's Outside
Director

3 years (at the conclusion of this
Annual Meeting of Shareholders)

Attendance at Board of Directors
Meetings
13/13 (100%)

Number of the Company's shares
owned
1,900 shares

Brief profile, position and responsibility at the Company

April 1987	Joined Takeshi Kato Certified Public Accountants Office
June 2005	Established and became Representative of Tetsuro Kato Tax Accountant Office
January 2012	Established and became Representative Partner of Tax Accountants Corporation Aobakai (current position)
November 2015	Established and became Representative Director of Orca Consulting Ltd. (current position)
June 2017	Representative Director of Shinachu Co., Ltd. (current position)
October 2017	Representative Director of agricoeules Co., Ltd. (current position)
April 2022	Representative Director of Nakamyo Yuuki Accounting Office Co., Ltd. (current position)
	Representative Director of AOBA Co., Ltd. (current position)
November 2022	Outside Director of the Company (current position)

Significant concurrent positions

Representative Partner of Tax Accountants Corporation Aobakai
Representative Director of Orca Consulting Ltd.
Representative Director of Shinachu Co., Ltd.
Representative Director of agricoeules Co., Ltd.
Representative Director of Nakamyo Yuuki Accounting Office Co., Ltd.
Representative Director of AOBA Co., Ltd.

[Reason for the nomination as an Outside Director candidate and outline of expected roles]

Mr. Tetsuro Kato has specialized knowledge as a certified tax accountant and management experience in a consulting firm strong in M&A and has been providing instructive advice and suggestions extensively from financial and business management perspectives. As such, the Company has nominated him as an Outside Director candidate again in the belief that he will contribute mainly to the enhancement of corporate value, strengthening of the management base in financial and capital aspects, and strengthening of corporate governance from an independent and unbiased point of view.

- Note:
1. There are no special relationships of interest between the respective Director candidates and the Company.
 2. The three persons, Ms. Etsuko Yuhara, Mr. Minoru Matsushima, and Mr. Tetsuro Kato, are candidates for Outside Director.
 3. In accordance with the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with the respective three persons, Ms. Etsuko Yuhara, Mr. Minoru Matsushima, and Mr. Tetsuro Kato, to limit their liability for damages as provided for by Article 423, paragraph (1) of the said Act; provided, however, that the minimum liability amount provided for by Article 425, paragraph (1) of the said Act shall be set as a limit if the Director acts in good faith without gross negligence. The Company shall renew the agreement concerned if the three are reappointed as originally proposed.
 4. The Company has entered into a Directors and Officers Liability Insurance (D&O Insurance) Contract, stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The said insurance contract will compensate for legal damages and costs to be borne by the insured, with the Company bearing the insurance premium of the insured in full amount. Certain exemptions exist, however, such as non-coverage of damages caused by any conduct committed by the insured while knowing that such conduct was in violation of laws and regulations. Each candidate, if they are elected and assume office, will be part of the insured parties of the said insurance contract. The insurance contract will also be renewed under the same terms and conditions upon its subsequent renewal.
 5. The three persons, Ms. Etsuko Yuhara, Mr. Minoru Matsushima, and Mr. Tetsuro Kato, meet the requirements of an Independent Officer specified by the Tokyo Stock Exchange and Nagoya Stock Exchange. The Company has notified both stock exchanges that the three are Independent Officers. If the three are reappointed as originally proposed, they will continue to be Independent Officers.

Agenda Item 3: Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Mr. Masahiro Nakamura shall expire at the conclusion of this Annual Meeting of Shareholders. Therefore, the Company proposes to elect one (1) Audit & Supervisory Board Member. Consent of the Audit & Supervisory Board has been previously obtained with regard to this agenda item. The candidate for Audit & Supervisory Board Members is as follows.

Masahiro Nakamura

Reappointment

Outside

Independent
Officer



Brief profile and position at the Company

April 1974	Joined Nagoya Sogo Bank, Ltd. (currently, The Bank of Nagoya, Ltd.)
June 2001	General Manager of Systems Division of The Bank of Nagoya, Ltd.
June 2003	Executive Officer, General Manager of Systems & Operations Division of The Bank of Nagoya, Ltd.
June 2005	Director, General Manager of Systems & Operations Division of The Bank of Nagoya, Ltd.
June 2007	Managing Director of The Bank of Nagoya, Ltd.
June 2009	Senior Managing Director of The Bank of Nagoya, Ltd.
April 2011	Director and Vice President of The Bank of Nagoya, Ltd.
June 2013	President of The Bank of Nagoya, Ltd.
June 2017	Senior Advisor of The Bank of Nagoya, Ltd.
	Board of Trustee member of Public Interest Incorporated Foundation Meigin Green Foundation (current position)
	Outside Audit & Supervisory Board Member of the Company (current position)
	Member of Owariasahi City Personnel Commission (current position)
	Director of Tokai Gakuen (current position)
	Outside Director of JSB Tech Co., Ltd. (current position)

(Date of birth)
(February 28, 1952)

Term of office as Company's Outside Audit & Supervisory Board Member
8 years (at the conclusion of this Annual Meeting of Shareholders)

Attendance at Board of Directors Meetings
13/13 (100%)

Attendance at Audit & Supervisory Board Meetings
15/15 (100%)

Number of the Company's shares owned
3,000 shares

Significant concurrent positions

Board of Trustee member of Public Interest Incorporated Foundation Meigin Green Foundation
Member of Owariasahi City Personnel Commission
Director of Tokai Gakuen
Outside Director of JSB Tech Co., Ltd.

[Reason for the nomination as an Outside Audit & Supervisory Board Member candidate]

Mr. Masahiro Nakamura has abundant experience and broad insight as a manager of a financial institution and has been providing accurate advice and suggestions on financial accounting and overall management from an objective and unbiased point of view. The Company has nominated him as an Outside Audit & Supervisory Board Member candidate again in the belief that he will continuously contribute to the Company's sound management and enhancement of audit functions.

- Note:
1. There is no special relationship of interest between Mr. Masahiro Nakamura and the Company.
 2. Mr. Masahiro Nakamura is a candidate for an Outside Audit & Supervisory Board Member.
 3. Mr. Masahiro Nakamura has been an executive of The Bank of Nagoya, Ltd., an entity that has a special relationship with the Company (major counterparty), for the past ten years. The position is as described under "Brief profile and position at the Company" in the table above. Mr. Nakamura retired from the company in June 2018.
 4. In accordance with the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Mr. Masahiro Nakamura to limit his liability for damages as provided for by Article 423, paragraph (1) of the said Act; provided, however, that the minimum liability amount provided for by Article 425, paragraph (1) of the said Act shall be set as a limit if the Outside Audit & Supervisory Board Member acts in good faith without gross negligence. The Company shall renew the agreement concerned if he is reappointed as originally proposed.
 5. The Company has entered into a Directors and Officers Liability Insurance (D&O Insurance) Contract, stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The said insurance contract will compensate for legal damages and costs to be borne by the insured, with the Company bearing the insurance premium of the insured in full amount. Certain exemptions exist, however, such as non-coverage of damages caused by any conduct committed by the insured while knowing that such conduct was in violation of laws and regulations. If Mr. Masahiro Nakamura is elected and assumes office, he will be one of the insured parties of the said insurance contract. The insurance contract will also be renewed under the same terms and conditions upon its subsequent renewal.
 6. Mr. Masahiro Nakamura meets the requirements of an Independent Officer specified by the Tokyo Stock Exchange and Nagoya Stock Exchange. The Company has notified both stock exchanges that he is an Independent Officer. If he is reappointed as originally proposed, he will continue to be an Independent Officer.